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March 22, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 26818-A FILED

MAR 22 '07 -3 5 6 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Amendment, a secondary document, dated as of March 21, 2007. The primary document to which this is connected is recorded under Recordation No. 26818. We request that this document be recorded under Recordation No. 26818-A.

The names and addresses of the parties to the Memorandum of Lease Amendment are:

Lessor:

GATX Rail Locomotive Group, L.L.C.
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

Iowa Interstate Railroad, Ltd.
800 Webster Street
Iowa City, IA 52240

A description of the equipment covered by the Memorandum of Lease Amendment consists of four SD38-2 locomotives numbered LLPX 2802, 2805, 2807, and 2809.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

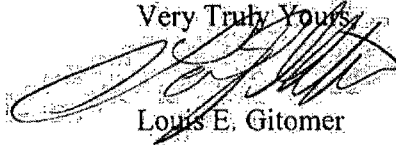
Honorable Vernon A. Williams

March 22, 2007

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A short summary of the document to appear in the index follows: a Memorandum of Lease Amendment between GATX Rail Locomotive Group, L.L.C., Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Iowa Interstate Railroad, Ltd., 800 Webster Street, Iowa City, IA 52240, covering four SD38-2 locomotives numbered LLPX 2802, 2805, 2807, and 2809.

Very Truly Yours



Louis E. Gitomer

Enclosure

RECORDATION NO. 26.818 -A
FILED

MAR 22 '07 -3 5 6 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AMENDMENT

dated as of March 21, 2007

between

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,

as Lessor,

IOWA INTERSTATE RAILROAD, LTD.

as Lessee,

MEMORANDUM OF LEASE AMENDMENT

dated as of March 21, 2007

between

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,

as Lessor,

IOWA INTERSTATE RAILROAD, LTD.

as Lessee,

MEMORANDUM OF LEASE AMENDMENT

THIS MEMORANDUM OF LEASE AMENDMENT is made and entered into as of March 21, 2007, between GATX RAIL LOCOMOTIVE GROUP, L.L.C.; formerly known as Locomotive Leasing Partners, L.L.C. ("Lessor"), Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and IOWA INTERSTATE RAILROAD, LTD. ("Lessee"), 800 Webster Street, Iowa City, IA 52240, with reference to the following:

1. Pursuant to that certain Locomotive Master Lease Agreement dated May 25, 2004, between Lessor and Lessee and Supplement No. 3 to Locomotive Master Lease Agreement dated February 8, 2005 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Exhibit A attached hereto (the "Units").
2. The Lease Agreement was amended pursuant to Amendment No. 1 to Lease Agreement dated as of March 20, 2007 between Lessor and Lessee to modify certain obligations of Lessee relating to the return of the Units.
3. Lessee hereby confirms that Lessor has a first priority security interest in the Units.
4. This Memorandum of Lease Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Amendment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Amendment to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,
as Lessor

By: Eileen Raphael
Name: Eileen RAPHAEL
Title: VP - Business Operations

IOWA INTERSTATE RAILROAD, LTD.
as Lessee

By: Lori L Frost
Name: Lori L Frost
Title: VP - Finance

State of California)
)
County of San Francisco)

On March 22, 2007 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

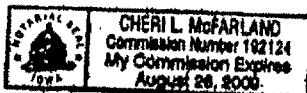


Nicholette Maris
Notary Public

STATE OF IOWA)
) ss.
COUNTY OF LINN)

On this 22 day of MARCH 2007, before me, Cheri McFarland the undersigned Notary Public, personally appeared Lori L Frost personally known to me to be the person who executed the within instrument as VP of FINANCE on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Cheri McFarland
Notary Public

My commission expires:

Aug 26, 2009

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF UNITS AND REPORTING MARKS

Four SD38-2 locomotives with the following road numbers:
LLPX 2802, LLPX 2805, LLPX 2807 and LLPX 2809.